

RECORDATION NO. 24749 FILED

DEC 29 '03 11:31 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

December 29, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Purchase, dated as of December 29, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: General Electric Company
2901 East Lake Road
Building 14-5
Erie, Pennsylvania 16531

Buyer/Assignee: ORIX Financial Services, Inc.
600 Town Park Lane
Kennesaw, Georgia 30144

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

70 locomotives bearing BNSF reporting marks and the following road numbers: 4000-4001, 4003, 4042-4045, 4048-4052, 4056, 4058, 4065-4068, 4070-4071, 4074, 4082-4084, 4088, 4090-4092, 4096, 5170-5187, 5189-5192, 5195-5199, 5202, 5204, 5206, 5211-5213 and 5215-5222.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Purchase.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

Exhibit 4

DEC 29 '03

11-31 AM

MEMORANDUM OF ASSIGNMENT AND PURCHASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Locomotive Purchase Agreement (the "Agreement") dated as of December 29, 2003 among GENERAL ELECTRIC COMPANY, a New York corporation acting through its Transportation Systems Business Operations ("GE"), ORIX FINANCIAL SERVICES, INC., a New York corporation acting through its Structured Finance Group ("OFS"), THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("BNSF") and BNSF EQUIPMENT ACQUISITION COMPANY, LLC, a Delaware limited liability company ("BEAC"), GE has assigned and sold to OFS its rights title and interest to certain diesel electric locomotives, including seventy (70) Model Dash 9-44 CW locomotives to bear numbers 4000-4001, 4003, 4042-4045, 4048-4052, 4056, 4058, 4065-4068, 4070-4071, 4074, 4082-4084, 4088, 4090-4092, 4096, 5170-5187, 5189-5192, 5195-5199, 5202, 5204, 5206, 5211-5213 and 5215-5222 (the "Locomotives") and the BEAC has granted to OFS a security interest and lien in and on the Locomotives; **BNSF**

2. The addresses of the parties are as follows:

General Electric Company
GE Transportation Systems
2901 East Lake Road, Building 14-5
Erie, Pennsylvania 16531

ORIX Financial Services, Inc.
600 Town Park Lane
3rd Floor
Kennesaw, Georgia 30144

BNSF Equipment Acquisition Company, LLC
C/o The Burlington Northern and Santa Fe
Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131

The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131

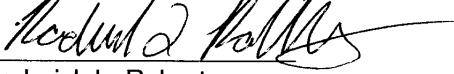
3. The terms and provisions of the Agreement are more particularly set forth in the Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on Next Page]

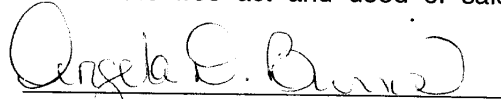
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed effective as of December 29, 2003.

ORIX FINANCIAL SERVICES, INC.

By: 
Roderick L. Roberts
Senior Vice President

State of Georgia, County of Cobb

On December 29th, 2003, before me personally appeared Roderick L. Roberts, to me personally known, who being by me duly sworn says that he is Senior Vice President of ORIX FINANCIAL SERVICES, INC., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

My Commission Expires
March 7, 2006

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

BY:

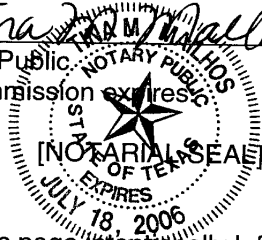
BNSF EQUIPMENT ACQUISITION
COMPANY, LLC

By: The Burlington, Northern and
Santa Fe Railway Company, its
sole member

By: Steve Vollmer
Steve Vollmer, General
Director – Finance

State of Texas, County of Tarrant

On December 18, 2003, before me personally appeared Steve Vollmer, to me personally known, who being by me duly sworn says that he is General Director – Finance, The Burlington Northern and Santa Fe Railway Company, Sole Member of the BNSF EQUIPMENT ACQUISITION COMPANY, LLC, and that he executed the foregoing instrument on behalf of said corporation and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lina M. Mallos
Notary Public
My commission expires



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THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: *Steve Vollmer*
Steve Vollmer, General
Director – Finance

State of Texas, County of *Tarrant*

On December *18*, 2003, before me personally appeared Steve Vollmer, to me personally known, who being by me duly sworn says that he is General Director – Finance, The Burlington Northern and Santa Fe Railway Company and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lina M. Malheiros
Notary Public
My commission expires

[NOTARIAL SEAL]
EXPIRES
JULY 18, 2006